

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)
) Case No. 22-10602 (JKS)
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)
)
) Obj. Deadline: December 19, 2022 at 4:00 p.m. (EST)
)

**SUMMARY COVER SHEET TO THE THIRD MONTHLY FEE APPLICATION
OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 1, 2022 THROUGH OCTOBER 31, 2022**

Name of Applicant:	FTI Consulting, Inc.
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of Retention:	September 15, 2022, effective as of July 26, 2022
Period for which compensation and reimbursement are sought:	October 1, 2022, through October 31, 2022
Amount of compensation sought as actual, reasonable, and necessary:	\$17,406.00 (80% of \$21,757.50)
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$0.00
This is an:	<u> X </u> monthly <u> </u> interim <u> </u> final application.

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

COMPENSATION BY TIMEKEEPER

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	\$1,325	1.9	\$2,517.50
Eldred, John	Managing Director	965	0.8	772.00
Flaharty, William	Managing Director	1,055	1.4	1,477.00
Ganti, Narendra	Managing Director	985	9.1	8,963.50
Addicks, Michael	Consultant	475	16.9	8,027.50
GRAND TOTAL			30.1	\$21,757.50

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Total Hours	Total Fees
2	Cash & Liquidity Analysis	11.4	\$8,322.00
6	Asset Sales	2.5	2,462.50
14	Analysis of Claims/Liabilities Subject to Compromise	11.9	6,617.50
18	Potential Avoidance Actions & Litigation Matters	1.3	1,264.50
20	General Meeting with Debtor & Debtors' Professionals	1.5	1,477.50
21	General Meetings with Committee & Committee Counsel	0.9	1,022.50
24	Preparation of Fee Application	0.6	591.00
GRAND TOTAL		30.1	\$21,757.50

SUMMARY OF EXPENSES

Expense Type	Amount
Total	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.²

)
) Chapter 11
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) Case No. 21-10602 (JKS)
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) Obj. Deadline: December 19, 2022 at 4:00 p.m. (EST)
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**THIRD MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 1, 2022 THROUGH OCTOBER 31, 2022**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Administrative Order”) [D.I. 114], the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Third Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period October 1, 2022 to October 31, 2022* (the “Application Period”).

BACKGROUND

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

1. On July 5, 2022 (the “Petition Date”), the Debtor commenced these chapter 11 cases by filing petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. On July 18, 2022, the U.S. Trustee appointed an Official Committee of Unsecured Creditors [D.I. 63]. At the formation meeting the Committee selected Pachulski Stang Ziehl & Jones LLP as its counsel. On July 27, 2022, the Committee selected FTI as its financial advisor. The Committee consists of the following six members:

- a) The Scotts Company, LLC;
- b) Animal Health International, Inc.;
- c) Wildlife Sciences, LLC;
- d) Capital Forrest Products;
- e) Hub Group, Inc.; and
- f) American Wood Fibers, Inc.

3. On September 9, 2022, the Court entered the *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [D.I. 195] (the “Retention Order”).

RELIEF REQUESTED

4. FTI submits this Fee Application pursuant to the Bankruptcy Rules, the Administrative Order, and the Retention Order. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$17,406.00 for the Application Period (80% of \$21,757.50 total fees), and \$0.00 of actual and necessary expenses incurred, for a total compensation of \$17,406.00 in accordance with the terms of the Administrative Order. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such

expenses may not have been captured in FTI's billing system as of the date of filing this Fee Application.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 30.1 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by (i) each professional and paraprofessional, (ii) a summary of the time incurred by task, (iii) detailed time entries during the Application Period, (iv) summary of the expenses incurred by task, and (v) detailed expense entries are attached hereto as **Exhibit A, Exhibit B, Exhibit C, Exhibit D, and Exhibit E**, respectively. The following paragraphs describe the primary services rendered by FTI during the Application Period.

Code 2 – Cash and Liquidity Analysis (11.4 hours)

7. During the Application Period, FTI monitored the Debtor's liquidity position and performed diligence on the Debtor's 13-week cash flow forecasts and weekly budget to actual variances. As part of this diligence, FTI corresponded with Debtor's advisors in order to understand the underlying drivers of the budget, key budget assumptions, and explanations for significant weekly budget-to-actual variances. FTI prepared and distributed weekly reports to the Committee summarizing and analyzing the details of the 13-week cash flow forecasts, which are refreshed every week, as well as actual results compared to budget in order to keep the Committee informed of the Debtor's current and projected liquidity position

Code 6 – Asset Sales (2.5 hours)

8. During the Application Period, FTI reviewed and assessed inventory, intellectual property, and liquidation sale proposals.

Code 14 – Analysis of Claims & Liabilities Subject to Compromise (11.9 hours)

9. Time in this code includes analysis of various first day motions including, among others, critical vendor, professional retention applications, and lease rejection motions.

Code 18 – Potential Avoidance Actions & Litigation Matters (1.3 hours)

10. During the Statement Period, FTI professionals reviewed documents and issues relating to the depositions of a number of parties-in-interest in these cases.

Code 20 – General Meetings with Debtor & Debtor’s Professionals (1.5 hours)

11. FTI participated in various calls and in-person meetings with the Debtor’s personnel, their counsel and financial advisor to discuss the key case issues including; work plan, due diligence, prioritization, and assessment of case strategy.

Code 21 – General Meetings with Committee & Committee Counsel (0.9 hours)

12. Work in this area included participation in periodic calls with the Committee and its counsel to discuss case strategy and status, current financial and operational results, the Debtor’s corporate structure, interrelationships among the Debtor and certain non-debtors, preliminary understanding of claims, pending motions and various other case issues

Code 24 – Preparation of Fee Application (0.6 Hours)

13. During the Application period FTI prepared the July-August Fee Application.

CONCLUSION

WHEREFORE, FTI respectfully requests an interim allowance of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$17,406.00 (80% of \$21,757.50 total fees), and \$0.00 for actual and necessary

expenses incurred, for a total compensation of \$17,406.00 pursuant to the Administrative Order, and such other and further relief that the Court deems just and proper.

Dated: December 9, 2022

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC

VERIFICATION PURSUANT TO DEL. BANKR. L.R. 2016-2(g) AND 28 U.S.C. § 1746

I, Cliff Zucker, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases.

2. I have read the foregoing statement of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines, and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Executed on: December 9, 2022

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker
1166 Ave of the Americas, 15th Floor
New York, NY 10036
Telephone: 212-841-9355
E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC

EXHIBIT A
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	\$1,325	1.9	\$2,517.50
Eldred, John	Managing Director	965	0.8	772.00
Flaharty, William	Managing Director	1,055	1.4	1,477.00
Ganti, Narendra	Managing Director	985	9.1	8,963.50
Addicks, Michael	Consultant	475	16.9	8,027.50
GRAND TOTAL			30.1	\$21,757.50

EXHIBIT B
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
SUMMARY OF HOURS BY TASK
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Task Code	Task Description	Total Hours	Total Fees
2	Cash & Liquidity Analysis	11.4	8,322.00
6	Asset Sales	2.5	2,462.50
14	Analysis of Claims/Liabilities Subject to Compromise	11.9	6,617.50
18	Potential Avoidance Actions & Litigation Matters	1.3	1,264.50
20	General Meeting with Debtor & Debtors' Professionals	1.5	1,477.50
21	General Meetings with Committee & Committee Counsel	0.9	1,022.50
24	Preparation of Fee Application	0.6	591.00
GRAND TOTAL		30.1	\$21,757.50

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Task Category	Date	Professional	Hours	Activity
2	10/6/2022	Addicks, Michael	1.3	Analysis of budget versus actual performance for week ended 9/30.
2	10/6/2022	Zucker, Clifford	0.4	Review and analysis of wind down budget and results.
2	10/7/2022	Ganti, Narendra	0.5	Review budget to actual.
2	10/7/2022	Ganti, Narendra	0.5	Review updated presentation to committee.
2	10/7/2022	Addicks, Michael	1.7	Prepare weekly update for distribution to UCC on 10/7.
2	10/17/2022	Ganti, Narendra	0.5	Review budget to actual.
2	10/17/2022	Zucker, Clifford	0.5	Review and analysis of revised wind down budget.
2	10/17/2022	Zucker, Clifford	0.3	Review and analysis of budget/actual results.
2	10/19/2022	Addicks, Michael	2.3	Perform analysis of operating budget for waterfall recovery scenarios for unsecured creditors.
2	10/19/2022	Addicks, Michael	1.4	Update waterfall model based on claims reconciliation.
2	10/20/2022	Ganti, Narendra	0.5	Review budget to actual for cash flow.
2	10/20/2022	Zucker, Clifford	0.3	Review and analysis of weekly cashflow activity.
2	10/21/2022	Ganti, Narendra	0.7	Review draft version of waterfall.
2	10/27/2022	Ganti, Narendra	0.5	Call with M. Grau to discuss timing of updated budget.
2 Total			11.4	
6	10/5/2022	Ganti, Narendra	0.5	Call with J. Quickel, CEO, to discuss IP sale and liquidator motion.
6	10/10/2022	Ganti, Narendra	0.5	Review offer from Liquid asset for fixed assets.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Task Category	Date	Professional	Hours	Activity
14	10/11/2022	Addicks, Michael	1.2	Perform analysis of claims register for recovery scenarios.
14	10/13/2022	Addicks, Michael	1.6	Perform analysis on claims register for distributions to unsecured creditors.
14	10/13/2022	Addicks, Michael	2.3	Create waterfall recovery model for analysis of recovery scenarios.
14	10/14/2022	Addicks, Michael	1.4	Perform analysis of claims register for recovery scenarios.
14	10/18/2022	Addicks, Michael	1.3	Perform reconciliation on Claims register.
14	10/26/2022	Addicks, Michael	2.1	Create analysis presentation of claims pools based on SOALs, proof of claim filings, and unsecured creditors committee members.
14	10/31/2022	Flaharty, William	1.4	Review of insurance issues from review of policies.
14	10/31/2022	Ganti, Narendra	0.3	Call with M. Addicks to discuss claims.
14	10/31/2022	Addicks, Michael	0.3	Call with N. Ganti to discuss claims.
14 Total			11.6	
18	10/6/2022	Eldred, John	0.8	Prepare for and attend meeting with counsel re investigation next steps.
18	10/6/2022	Ganti, Narendra	0.5	Call with Pachulski to discuss investigation.
18 Total			1.3	
20	10/6/2022	Ganti, Narendra	1.5	Meeting B. Harwood, Agway, and C. Klaus, ABC Services, to discuss liquidators, budget and IP.
20 Total			1.5	
21	10/12/2022	Ganti, Narendra	0.5	Call with Committee to discuss auction and next steps.
21	10/12/2022	Zucker, Clifford	0.4	Committee call on financial and legal update.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Task Category	Date	Professional	Hours	Activity
24 Total			0.6	
and Total			30.1	

EXHIBIT D
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
SUMMARY OF EXPENSES
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Expense Type	Amount
Total	\$0.00

EXHIBIT E
AGWAY FARM & HOME SUPPLY, LLC - CASE NO. 22-10602
EXPENSE DETAIL
FOR THE PERIOD OCTOBER 1, 2022 TO OCTOBER 31, 2022

Date	Professional	Expense Type	Expense Detail	Amount
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